

## 臺灣證券交易所股份有限公司 函

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發文日期：中華民國113年4月15日

發文字號：臺證上一字第11300061241號

速別：普通件

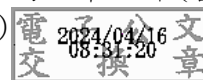
密等及解密條件或保密期限：

附件：如文(請上網下載) (00061241A0C\_ATTCH22.pdf、00061241A0C\_ATTCH13.docx、00061241A0C\_ATTCH8.doc、00061241A0C\_ATTCH19.doc、00061241A0C\_ATTCH18.doc、00061241A0C\_ATTCH21.doc、00061241A0C\_ATTCH20.doc)

主旨：檢送「修正本公司『對有價證券上市公司及境外指數股票型基金上市之境外基金機構資訊申報作業辦法』第3條、  
『公開發行公司網路申報公開資訊應注意事項』第5條之  
附件『公開發行公司應申報項目』及董事（監察人、經理人及獨立董事）簽署確知法令之聲明書如附件，除『對有價證券上市公司及境外指數股票型基金上市之境外基金機構資訊申報作業辦法』第3條第2項第22款自即日起實施外，餘修正自113年5月10日起實施」公告乙份，請查照。

正本：各上市公司、各未上市櫃之公開發行公司

副本：金融監督管理委員會證券期貨局(含附件)、財團法人中華民國證券櫃檯買賣中心(含附件)、臺灣集中保管結算所股份有限公司(含附件)、中華民國證券商業同業公會(含附件)、社團法人中華民國會計師公會全國聯合會(含附件)、全國律師聯合會(含附件)、財團法人中華民國證券暨期貨市場發展基金會(含附件)、法源資訊股份有限公司(含附件)、博仲法律事務所(含附件)、植根國際資訊股份有限公司(含附件)、國際通商法律事務所(含附件)、本公司上市二部(含附件)、秘書部(含附件)、監視部(含附件)、公司治理部(含附件)



檔 號：

保存年限：

# 臺灣證券交易所股份有限公司 公告

發文日期：中華民國113年4月15日

發文字號：臺證上一字第1130006124號

附件：如文

主旨：公告修正本公司「對有價證券上市公司及境外指數股票型基金上市之境外基金機構資訊申報作業辦法」第3條、「公開發行公司網路申報公開資訊應注意事項」第5條之附件「公開發行公司應申報項目」及董事（監察人、經理人及獨立董事）簽署確知法令之聲明書如附件，請查照。

依據：案經報奉金融監督管理委員會113年4月8日金管證交字第1130337070號函同意備查，並依據「證券交易法第四十三條之一第一項取得股份申報辦法」施行。

公告事項：旨揭修正案除「對有價證券上市公司及境外指數股票型基金上市之境外基金機構資訊申報作業辦法」第3條第2項第22款自即日起實施外，餘修正自113年5月10日起實施。

總經理 簡立忠

臺灣證券交易所股份有限公司對有價證券上市公司及境外指數股票型基金

上市之境外基金機構資訊申報作業辦法第三條修正條文對照表

修正條文	現行條文	說明
<p>第三條 (第一項略)</p> <p>上市公司應向本公司不定期申報資訊之事項及時限，依下列各款之規定：</p> <p>(第一款至第二十一款略)</p> <p>二十二、召開股東會辦理提名董監事(含獨立董事)之相關作業資訊：</p> <p>(一) 應於停止變更股東名簿記載日前公告受理提名及作業流程；</p> <p>(二) 應於受理期間截止日後二日內公告被提名人名單；</p> <p>(三) 應於董事會決議後二日內、股東常會開會四十日前或股東臨時會開會二十五日前，以上開日期孰前者為準，公告董事會決議結果、候選人名單及被提名人未列入候選人名單之理由，<u>候選人名單應包含候選人姓名、學歷、經歷、現職、所代表之政府或法人名稱及自願揭露資訊(如：性別等)</u>；</p> <p>(四) 應於選舉當日公告當選情形。</p> <p>(第二十三款至第三十一款略)</p> <p>三十二、依證券交易法第四十三條之一第一項取得股份申報辦法規定<u>申報及公告之事項</u>：</p> <p>(一) 初次<u>申報及公告</u>：上市公司</p>	<p>第三條 (第一項略)</p> <p>上市公司應向本公司不定期申報資訊之事項及時限，依下列各款之規定：</p> <p>(第一款至第二十一款略)</p> <p>二十二、召開股東會辦理提名董監事(含獨立董事)之相關作業資訊：</p> <p>(一) 應於停止變更股東名簿記載日前公告受理提名及作業流程；</p> <p>(二) 應於受理期間截止日後二日內公告被提名人名單；</p> <p>(三) 應於董事會決議後二日內、股東常會開會四十日前或股東臨時會開會二十五日前，以上開日期孰前者為準，公告董事會決議結果、候選人名單及被提名人未列入候選人名單之理由；</p> <p>(四) 應於選舉當日公告當選情形。</p> <p>(第二十三款至第三十一款略)</p> <p>三十二、依證券交易法第四十三條之一第一項取得股份申報辦法規定<u>公告申報之事項</u>。</p> <p>(一) 初次<u>申報</u>：上市公司為取得</p>	<p>一、配合本公司「上市公司董事會設置及行使職權應遵循事項要點」第四條推動上市公司董事性別多元化，爰修訂本條第二項第二十二款第三目上市公司於公告候選人名單時，明訂候選人名單應申報及自願揭露之資訊。</p> <p>二、配合「證券交易法第四十三條之一第一項取得股份申報辦法」修正條文第六條及第七條，取得人除維持現行公告方式外，其申報書件改經由公開資訊觀測站開設方式上傳檔案，爰酌修第三條第二項第三十二款文字。</p> <p>三、配合「證券交易法第四十三條之一第一項取得股份申報辦法」新增第八條，爰配合新增第三條第二項第三十二款第三目。</p>

修正條文	現行條文	說明
<p>為取得人時，應於取得日起十日內自行輸入；上市公司為被取得股份之公司，且取得人非屬公開發行公司者，取得人應於取得日起八日內將應<u>行</u>申報事項送達上市公司，上市公司並應於送達日起二日內代為輸入。</p> <p>(二)變動<u>申報及公告</u>：上市公司為取得人時，應於事實發生之日起二日內自行輸入；上市公司為被取得股份之公司，且取得人非屬公開發行公司者，取得人應於事實發生之日起二日內將應行申報事項送達上市公司，上市公司並應於送達當日之次一營業日交易時間開始二小時前代為輸入。</p> <p><u>(三)特別申報及公告：上市公司為被取得股份之公司，且取得人為政府管理之退休與保險基金者，取得人應於持股計算基準日(每年六月三十日及十二月三十一日)起八日內將應行申報事項送達上市公司，上市公司並應於送達日起二日內代為輸入。</u></p> <p><u>本款應行申報事項輸入至公開資訊觀測站後，即屬完成申報及公告。</u></p> <p>(以下略)</p>	<p>人時，應於取得日起十日內自行輸入；上市公司為被取得股份之公司，且取得人非屬公開發行公司者，取得人應於取得日起八日內將應申報事項送達上市公司，上市公司並應於送達日起二日內代為輸入。</p> <p>(二)變動<u>申報</u>：上市公司為取得人時，應於事實發生之日起二日內自行輸入；上市公司為被取得股份之公司，且取得人非屬公開發行公司者，取得人應於事實發生之日起二日內將應行申報事項送達上市公司，上市公司並應於送達當日之次一營業日交易時間開始二小時前代為輸入。</p> <p>(以下略)</p>	

「公開發行公司網路申報公開資訊應注意事項」第五條附件

公開發行公司應申報項目修正對照表(請以橫向列印) (113.4.12 更新)

項次	申報項目 (修正後)	申報項目 (修正前)	上市 (櫃) 公司	興櫃 公司	其他 公開 發行 公司	申報時限 (修正後)	申報時限 (修正前)	書面申報 (修正後)	書面申報 (修正前)	抄送 相關 單位	修正說明
一~三十九	(略)未修正										
四十	取得公開發行公司已發行股份總額超過 <u>5%</u> 與嗣後變動之公告及申報	取得公開發行公司已發行股份總額超過 <u>10%</u> 與嗣後變動之公告及申報	V	V	V	依「證券交易法第四十三條之一第一項取得股份申報辦法」規定 <u>申報及公告</u> 之事項： (一) 初次申報及公告：公開發行公司為取得人時，應於取得日起十日內自行輸入；公開發行公司為被取得	依「證券交易法第四十三條之一第一項取得股份申報辦法」規定 <u>公告申報</u> 之事項： (一) 初次申報：公開發行公司為取得人時，應於取得日起十日內自行輸入；公開發行公司為	<u>X</u>	<u>V(證期局)</u>	<del>V被取得股份公司公告證交所、櫃買中心</del>	一、申報項目： 配合證券交易法第四十三條之一第一項之修正，將大量持股申報及公告門檻由現行百分之十修正為百分之五，爰修正百分比。 二、申報時限： (一) 配合「證券交易法第四十三條之一第一項取得股份申報辦法」修正條文第六條及第

項次	申報項目 (修正後)	申報項目 (修正前)	上市 (櫃) 公司	興櫃 公司	其他 公開 發行 公司	申報時限 (修正後)	申報時限 (修正前)	書面申報 (修正後)	書面申報 (修正前)	抄送 相關 單位	修正說明
						<p>股份之公司，且取得人非屬公開發行公司者，取得人應於取得日起八日內將應<u>行</u>申報事項送達公開發行公司，公開發行公司並應於送達日起二日內代為輸入。</p> <p>(二)變動申報<u>及公告</u>：公開發行公司</p>	<p>被取得股份之公司，且取得人非屬公開發行公司者，取得人應於取得日起八日內將應申報事項送達公開發行公司，公開發行公司並應於送達日起二日內代為輸入。</p> <p>(二)變動申報：公開發行</p>				<p>七條，取得人除維持現行公告方式外，其申報書件改經由公開資訊觀測站開設方式上傳檔案，爰酌修(一)、(二)文字。</p> <p>(二)配合「證券交易法第四十三條之一第一項取得股份申報辦法」新增第八條，爰配合新增(三)特別申報及公告事項。</p> <p>(三)配合申報方式由現行紙本申報改為電子化申報，並由公開資訊觀測站系統轉知被取得股份之公</p>

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						為取得人時，應於事實發生之日起二日內自行輸入；公開發行公司為被取得股份之公司，且取得人非屬公開發行公司者，取得人應於事實發生之日起二日內將應行申報事項送達公開發行公	公司為取得人時，應於事實發生之日起二日內自行輸入；公開發行公司為被取得股份之公司，且取得人非屬公開發行公司者，取得人應於事實發生之日起二日內將應行申報事項送達公開發行公				司、臺灣證券交易所股份有限公司或財團法人中華民國證券櫃檯買賣中心，即完成轉知事宜，爰刪除書面抄送單位，並新增應行申報事項輸入公開資訊觀測站後，即屬完成申報及公告。  <b>三、書面申報：</b> 配合主管機關證期局行政委託臺灣證券交易所股份有限公司及財團法人中華民國證券櫃檯買賣中心受理申報及公

項次	申報項目 (修正後)	申報項目 (修正前)	上市 (櫃) 公司	興櫃 公司	其他 公開 發行 公司	申報時限 (修正後)	申報時限 (修正前)	書面申報 (修正後)	書面申報 (修正前)	抄送 相關 單位	修正說明
						<p>司，公開發行公司並應於送達當日之次一營業日交易時間開始二小時前代為輸入。</p> <p><u>(三) 特別申報及公告：公開發行公司為被取得股份之公司，且取得人為政府管理之退休與保險基金者，取得人應於</u></p>	<p>司，公開發行公司並應於送達當日之次一營業日交易時間開始二小時前代為輸入。</p>				<p>告案件，爰修正無需向證期局書面申報。</p>

項次	申報項目 (修正後)	申報項目 (修正前)	上市 (櫃) 公司	興櫃 公司	其他 公開 發行 公司	申報時限 (修正後)	申報時限 (修正前)	書面申報 (修正後)	書面申報 (修正前)	抄送 相關 單位	修正說明
						<u>持股計算</u> <u>基準日(每</u> <u>年六月三</u> <u>十日及十</u> <u>二月三十</u> <u>一日)起八</u> <u>日內將應</u> <u>行申報事</u> <u>項送達公</u> <u>開發行公</u> <u>司，公開發</u> <u>行公司並</u> <u>應於送達</u> <u>日起二日</u> <u>內代為輸</u> <u>入。</u> <u>應行申報事項輸入</u> <u>至公開資訊觀測站</u> <u>後，即屬完成申報</u> <u>及公告。</u>					

項次	申報項目 (修正後)	申報項目 (修正前)	上市 (櫃) 公司	興櫃 公司	其他 公開 發行 公司	申報時限 (修正後)	申報時限 (修正前)	書面申報 (修正後)	書面申報 (修正前)	抄送 相關 單位	修正說明
						(刪除)	<del>公開發行公司應抄送被取得股份公司；股票已於證券交易所上市者，並應抄送證交所；於證券商營業處所買賣者，並應抄送櫃買中心。</del>				

1. 本文件內容台灣證券交易所採取合理措施以確保所載資料之正確性和完整性，但並無法保證資訊絕無疏漏或錯誤。
2. 臺灣證券交易所茲聲明因本文件所載資料之遺漏、錯誤或依賴該等資料而導致之任何損失概不負責。
3. 本內容與臺灣證券交易所及主管機關公布條文有異者，以公布條文為準。

\_\_\_\_\_股份有限公司聲明書

(參考格式一)

一、本公司已設置\_\_\_\_\_席獨立董事。

獨立董事為(姓名及身分證字號)：

二、茲聲明本公司業經審核前揭獨立董事已符合金融監督管理委員會頒訂之「**公開發行公司獨立董事設置及應遵循事項辦法**」所訂資格要件，且依證券交易法第十四條之二、第十四條之三相關規定辦理。

三、本項聲明如有不實或虛偽、隱匿，願負相關法律責任。

此 致

臺灣證券交易所股份有限公司

公司治理主管（如有）：

立聲明書人：

（請蓋公司大小章）

公司統一編號：

公司代表人：

中 華 民 國                      年                      月                      日

【註一：本格式為參考範例，如有需要，請自行修改】

【註二：前揭聲明二有關主管機關所訂獨立董事資格之函令規定如有變更，請自行更新，以新函令規定為準】

## \_\_\_\_股份有限公司獨立董事(選任時)聲明書 (參考格式二)

一、本人於\_\_\_\_年\_\_\_\_月\_\_\_\_日經\_\_\_\_股份有限公司股東常會（股東臨時會）選任為獨立董事，任期三年（\_\_\_\_年\_\_\_\_月\_\_\_\_日至\_\_\_\_年\_\_\_\_月\_\_\_\_日），並自\_\_\_\_年\_\_\_\_月\_\_\_\_日就任。

二、茲聲明本人已確實將下列證券交易法規範事項告知本人之配偶、未成年子女及受本人利用其名義持有股票者，且本人與前揭人員均已充分知悉各項規定內容及違反之法律效果，並願遵守各項法令規定：

1. 第二十二條之二（持股轉讓之事前申報，就任後六個月內不得賣出持股、設質股票遭質權人賣出或法院拍賣，應辦理事前轉讓申報等）
2. 第二十五條（持股變動之事後申報，內部人應於每月五日前向公司申報前一個月持股變動情形、持股設(解)質時，應即通知公司等）
3. 第二十六條（董事、監察人最低持股成數之維持）
4. 第二十八條之二第六項（庫藏股實施期間賣出之禁止）
5. 第四十三條之一第一項（單獨或與他人共同取得公開發行公司股份超過百分之~~五~~者或事後異動增減達百分之一之申報等）
6. 第一百五十七條（短線交易之禁止，具內部人身份期間，不得於取得後六個月內再行賣出，或於賣出後六個月內再行買進等）
7. 第一百五十七條之一（內線交易之禁止）

三、茲聲明本人已符合金融監督管理委員會頒訂之「**公開發行公司獨立董事設置及應遵循事項辦法**」所訂之資格要件暨證券交易法第十四條之二相關規定。

四、本人已瞭解董事相關法令規定，並恪遵董事之責。

五、以上聲明及附件如有不實或虛偽、隱匿，願負相關法律責任。

此 致

\_\_\_\_\_股份有限公司  
臺灣證券交易所股份有限公司

聲明人：

（簽名或蓋章）

聲明人身分證字號：

中 華 民 國                      年                      月                      日

註一：本格式為參考範例，如有需要，請自行修改。

註二：前揭聲明三有關主管機關所訂獨立董事資格之函令規定如有變更，請自行更新，以新函令規定為準。

註三：證券交易法第二十二條之二常見違規情事。

- (1) 就任期間未滿六個月即於集中市場轉讓股票。
- (2) 於集中市場轉讓持股未辦理事前申報。
- (3) 持股轉讓予特定人（如信託、贈與等）未辦理事前申報。
- (4) 申報轉讓之交易方式與事後實際交易方式不同。
- (5) 每日轉讓股數超過每一交易日得轉讓之數量。
- (6) 股票遭法院拍賣或金融機構處置，未辦理事前申報。

註四：證券交易法第二十五條常見違規情事。

- (1) 就任後未依規定申報持股變動情形。
- (2) 未申報配偶、未成年子女及利用他人名義之持股之持股變動情形。
- (3) 所申報之持股變動情形與實際持股變動情形不符。
- (4) 漏未將持股設(解)質情形通知公司，致公司未能向主管機關申報並公告之。

註五：「公開發行公司獨立董事設置及應遵循事項辦法」第3條規定：

「公開發行公司之獨立董事於執行業務範圍內應保持其獨立性，不得與公司有直接或間接之利害關係，應於選任前二年及任職期間無下列情事之一：

- 一、公司或其關係企業之受僱人。
- 二、公司或其關係企業之董事、監察人。

- 三、本人及其配偶、未成年子女或以他人名義持有公司已發行股份總數百分之一以上或持股前十名之自然人股東。
- 四、第一款之經理人或前二款所列人員之配偶、二親等以內親屬或三親等以內直系血親親屬。
- 五、直接持有公司已發行股份總數百分之五以上、持股前五名或依公司法第二十七條第一項或第二項指派代表人擔任公司董事或監察人之法人股東之董事、監察人或受僱人。
- 六、公司與他公司之董事席次或有表決權之股份超過半數係由同一人控制，他公司之董事、監察人或受僱人。
- 七、公司與他公司或機構之董事長、總經理或相當職務者互為同一人或配偶，他公司或機構之董事(理事)、監察人(監事)或受僱人。
- 八、與公司有財務或業務往來之特定公司或機構之董事(理事)、監察人(監事)、經理人或持股百分之五以上股東。
- 九、為公司或關係企業提供審計或最近二年取得報酬累計金額逾新臺幣五十萬元之商務、法務、財務、會計等相關服務之專業人士、獨資、合夥、公司或機構之企業主、合夥人、董事(理事)、監察人(監事)、經理人及其配偶。但依本法或企業併購法相關法令履行職權之薪資報酬委員會、公開收購審議委員會或併購特別委員會成員，不在此限。

公開發行公司與其母公司、子公司或屬同一母公司之子公司依本法或當地國法令設置之獨立董事相互兼任者，不適用前項第二款、第五款至第七款及第四項第一款規定。

公開發行公司之獨立董事曾任第一項第二款或第八款之公司或其關係企業或與公司有財務或業務往來之特定公司或機構之獨立董事而現已解任者，不適用第一項於選任前二年之規定。

第一項第八款所稱特定公司或機構，係指與公司具有下列情形之一者：

- 一、持有公司已發行股份總數百分之二十以上，未超過百分之五十。
- 二、他公司及其董事、監察人及持有股份超過股份總數百分之十之股東總計持有該公司已發行股份總數百分之三十以上，且雙方曾有財務或業務上之往來紀錄。前述人員持有之股票，包括其配偶、未成年子女及利用他人名義持有者在內。
- 三、公司之營業收入來自他公司及其集團公司達百分之三十以上。
- 四、公司之主要產品原料（指占總進貨金額百分之三十以上者，且為製造產品所不可缺乏關鍵性原料）或主要商品（指占總營業收入百分之三十以上者），其數量或總進貨金額來自他公司及其集團公司達百分之五十以上。

第一項、第二項及前項所稱母公司、子公司及集團，應依國際財務報導準則第十號之規定認定之。

第一項及第三項所稱關係企業，為公司法第六章之一之關係企業，或依關係企業合併營業報告書關係企業合併財務報表及關係報告書編製準則、國際財務報導準則第十號規定應編製合併財務報告之公司。」

## 附件：選任前兩年迄今之經歷資料

選任日期： 年 月 日

公 司(機 構) 名 稱	職 務 名 稱	任 職 期 間

Declaration of \_\_\_\_\_ Company (hereinafter referred to as “we”)  
(Reference Form 1)

1. We have established \_\_\_\_\_ seats of independent directors.  
The independent directors are (name and ID number):
2. We hereby declare that we have conducted a check on the independent directors mentioned above and they have met the qualifications set forth in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" promulgated by the Financial Supervisory Commission, and will comply with Articles 14-2 and 14-3 of the Securities and Exchange Act.
3. We accept legal liability for any misrepresentations and omissions herein, if any.

To

Taiwan Stock Exchange Corporation

Chief Corporate Governance Officer (if any):

Declared by:  
(Please affix with company seal and seal of the responsible person)

Uniform Registration Number:

Representative of the company:

Date:

【Note 1: This form is for reference only, feel free to revise as appropriate.】

【Note 2: If there is any amendment to the rulings promulgated by the competent authority regarding the qualifications of the independent director under paragraph 2 above, please update this declaration accordingly and the new ruling shall prevail.】

Declaration of the Independent Director of \_\_\_\_\_ Company (upon election)

(Reference Form 2)

1. I have been appointed as an independent director in the regular shareholders' meeting (special shareholders' meeting) of \_\_\_\_\_ Company on \_\_\_\_\_(date). The term of the office lasts three (3) years (starting from \_\_\_\_\_(date) to \_\_\_\_\_(date)), and the office is assumed on \_\_\_\_\_(date).
2. **I hereby declare that I have fully informed my spouse, minor children and third parties whose names were used to hold the shares for me of the following matters regulated by the Securities and Exchange Act, and the persons mentioned above and I all fully understand the contents of each regulation and the legal effect of violation, and am willing to comply with each regulation:**
  - (1) Article 22-2 (prior filing for share transfer, no sales of shares within six (6) months after assuming the office, prior filing for transfer before sales of pledged shares by the pledgee or auction by the court);
  - (2) Article 25 (post filing for change to shareholding, filing with the company for changes to shareholding of the Insiders during the preceding month by the fifth day of each month, immediate notification to the company upon pledge (release of pledge) of the shares);
  - (3) Article 26 (Maintenance of the minimum shareholding by directors and supervisors);
  - (4) Paragraph 6 of Article 28-2 (Restrictions on sales of shares during the implementation period of the treasury shares);
  - (5) Paragraph 1 of Article 43-1 (Filing by person who acquires, either individually or jointly with another person, more than 5% of the total issued shares of a public reporting company and the subsequent filing for any changes reaching 1%);
  - (6) Article 157 (Restriction on short-term trading – no sales of securities within six (6) months after the acquisition, or repurchase of the securities within six (6) months after the sale, by the Insider);and
  - (7) Article 157-1 (Restriction on Insider Trading).
3. I hereby declare that I have met the qualifications set forth in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" promulgated by the Financial Supervisory Commission and Article 14-2 of the Securities and Exchange Act.
4. I understand the relevant regulations regarding the directors and will comply with the responsibility of a director.
5. I assume legal liability for any misrepresentations and omissions herein, if any.

To

\_\_\_\_\_ Company  
Taiwan Stock Exchange Corporation

Declared by:  
(signature or stamp)

ID Number:

Date:

Note 1: This form is for reference only, feel free to revise, as appropriate.

Note 2: If there is any amendment to the rulings promulgated by the competent authority regarding the qualifications of the independent director under paragraph 3 above, please update this declaration

accordingly and the new ruling shall prevail.

Note 3: Normally seen violations of Article 22-2 of the Securities and Exchange Act

- (1) Transfer of shares on the exchange market within the last six (6) months after the assumption of the office.
- (2) Transfer of shares on the exchange market without a prior filing for transfer.
- (3) Transfer of shares to a specific person (such as trust, gift, or other) without a prior filing.
- (4) There are differences between the filed trading method for transfer and the post actual trading method.
- (5) The number of daily transferred shares exceeds the permitted daily transfer amount.
- (6) Shares disposed by the financial institution or the court without a prior filing.

Note 4: Normally seen violations of Article 25 of the Securities and Exchange Act

- (1) Failure to make the filing for shareholding change according to the regulations after the assumption of the office.
- (2) Failure to make the filing for shareholding change for their spouses, minor children and third parties whose names were used to hold the shares.
- (3) There are differences between filed change of shareholding and the actual change of shareholding.
- (4) Failure by the company to file with the competent authority and announce to the public as a result of failure to notify the company of the pledge (release of pledge) of the shares.

Note 5: Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies:

During the two years before being elected or during the term of office, an independent director of a public company may not have been or be any of the following:

1. An employee of the company or any of its affiliates;
2. A director or supervisor of the company or any of its affiliates. The same does not apply, however, in cases where the person is an independent director of the company, its parent company, or any subsidiary, as appointed in accordance with the Act or with the laws of the country of the parent or subsidiary;
3. A natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate amount of one percent or more of the total number of issued shares of the company or ranking in the top 10 in shareholdings;
4. A spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of any of the persons in the preceding three subparagraphs;
5. A director, supervisor, or employee of a corporate shareholder that directly holds five percent or more of the total number of issued shares of the company or of a corporate shareholder that ranks among the top five in shareholdings;
6. A director, supervisor, officer, or shareholder holding five percent or more of the shares, of a specified company or institution that has a financial or business relationship with the company; and
7. A professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides commercial, legal, financial, accounting services or consultation to the company or to any affiliate of the company, or a spouse thereof; provided, this restriction does not apply to a member of the remuneration committee,

public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.

The requirement of the preceding paragraph in relation to "during the two years before being elected" does not apply where an independent director of a public company has served as an independent director of the company or any of its affiliates, or of a specified company or institution that has a financial or business relationship with the company, as stated in subparagraph 2 or 6 of the preceding paragraph, but is currently no longer in that position.

The term "specified company or institution" as used in paragraph 1, subparagraph 6, means a company or institution that has one of the following relationships with the company:

1. It holds 20 percent or more and no more than 50 percent of the total number of issued shares of the public company;
2. It holds shares, together with those held by any of its directors, supervisors, and shareholders holding more than 10 percent of the total number of shares, in an aggregate total of 30 percent or more of the total number of issued shares of the public company, and there is a record of financial or business transactions between it and the public company. The shareholdings of any of the aforesaid persons include the shares held by the spouse or any minor child of the person or by the person under others' names;
3. It and its group companies are the source of 30 percent or more of the operating revenue of the public company; and
4. It and its group companies are the source of 50 percent or more of the total volume or total purchase amount of principal raw materials (those that account for 30 percent or more of total procurement costs, and are indispensable and key raw materials in product manufacturing) or principal products (those accounting for 30 percent or more of total operating revenue) of the public company.

For the purposes of paragraph 1 and the preceding paragraph, the terms "parent", "subsidiary", and "group" shall have the meanings as determined under International Financial Reporting Standards 10.

Statement of Independent Director (upon election)

**(Note: The English version is provided for reference only. The Chinese version shall prevail in all matters under the laws of the R.O.C.)**

Attachment

Current and past positions for the two years  
prior to being elected

Date Elected :

Corporation/Institution	Title	Tenure/term of office

## 股份有限公司董事（監察人）聲明書

一、本人於\_\_\_\_年\_\_\_\_月\_\_\_\_日經\_\_\_\_股份有限公司股東常會（股東臨時會）選任為董事（監察人），任期三年（\_\_\_\_年\_\_\_\_月\_\_\_\_日至\_\_\_\_年\_\_\_\_月\_\_\_\_日），並自\_\_\_\_年\_\_\_\_月\_\_\_\_日就任。

二、茲聲明本人已確實將下列證券交易法規範事項告知本人之配偶、未成年子女及受本人利用其名義持有股票者，且本人與前揭人員均已充分知悉各項規定內容及違反之法律效果，並願遵守各項法令規定：

1. 第二十二條之二（持股轉讓之事前申報，就任後六個月內不得賣出持股、設質股票遭質權人賣出或法院拍賣，應辦理事前轉讓申報等）
2. 第二十五條（持股變動之事後申報，內部人應於每月五日前向公司申報前一個月持股變動情形、持股設(解)質時，應即通知公司等）
3. 第二十六條（董事、監察人最低持股成數之維持）
4. 第二十八條之二第六項（庫藏股實施期間賣出之禁止）
5. 第四十三條之一第一項（單獨或與他人共同取得公開發行公司股份超過百分之~~五~~者或事後異動增減達百分之一之申報等）
6. 第一百五十七條（短線交易之禁止，具內部人身份期間，不得於取得後六個月內再行賣出，或於賣出後六個月內再行買進等）
7. 第一百五十七條之一（內線交易之禁止）

### 註 1：證券交易法第二十二條之二常見違規情事

- (1) 就任期間未滿六個月即於集中市場轉讓股票。
- (2) 於集中市場轉讓持股未辦理事前申報。
- (3) 持股轉讓予特定人（如信託、贈與等）未辦理事前申報。
- (4) 申報轉讓之交易方式與事後實際交易方式不同。
- (5) 每日轉讓股數超過每一交易日得轉讓之數量。
- (6) 股票遭法院拍賣或金融機構處置，未辦理事前申報。

### 註 2：證券交易法第二十五條常見違規情事

- (1) 就任後未依規定申報持股變動情形。

- (2) 未申報配偶、未成年子女及利用他人名義之持股之持股變動情形。
- (3) 所申報之持股變動情形與實際持股變動情形不符。
- (4) 漏未將持股設(解)質情形通知公司，致公司未能向主管機關申報並公告之。

此 致

\_\_\_\_\_股份有限公司

聲明人：

(簽名或蓋章)

中 華 民 國          年          月          日

# \_\_\_\_\_股份有限公司法人董事（監察人）代表人聲明書

一、本人為\_\_\_\_\_股份有限公司之法人董事（監察人）\_\_\_\_\_股份有限公司之代表人，自\_\_\_\_\_年\_\_\_\_月\_\_\_\_日就任。

二、茲聲明本人已確實將下列證券交易法規範事項告知本人之配偶、未成年子女及受本人利用其名義持有股票者，且本人與前揭人員均已充分知悉各項規定內容及違反之法律效果，並願遵守各項法令規定：

1. 第二十二條之二（持股轉讓之事前申報，就任後六個月內不得賣出持股、設質股票遭質權人賣出或法院拍賣，應辦理事前轉讓申報等）
2. 第二十五條（持股變動之事後申報，內部人應於每月五日前向公司申報前一個月持股變動情形、持股設(解)質時，應即通知公司等）
3. 第二十六條（董事、監察人最低持股成數之維持）
4. 第二十八條之二第六項（庫藏股實施期間賣出之禁止）
5. 第四十三條之一第一項（單獨或與他人共同取得公開發行公司股份超過百分之~~五~~者或事後異動增減達百分之一之申報等）
6. 第一百五十七條（短線交易之禁止，具內部人身份期間，不得於取得後六個月內再行賣出，或於賣出後六個月內再行買進等）
7. 第一百五十七條之一（內線交易之禁止）

## 註1：證券交易法第二十二條之二常見違規情事

- (1) 就任期間未滿六個月即於集中市場轉讓股票。
- (2) 於集中市場轉讓持股未辦理事前申報。
- (3) 持股轉讓予特定人（如信託、贈與等）未辦理事前申報。
- (4) 申報轉讓之交易方式與事後實際交易方式不同。
- (5) 每日轉讓股數超過每一交易日得轉讓之數量。
- (6) 股票遭法院拍賣或金融機構處置，未辦理事前申報。

## 註2：證券交易法第二十五條常見違規情事

- (1) 就任後未依規定申報持股變動情形。
- (2) 未申報配偶、未成年子女及利用他人名義之持股之持股變動情形。
- (3) 所申報之持股變動情形與實際持股變動情形不符。
- (4) 漏未將持股設(解)質情形通知公司，致公司未能向主管機關申報並公告之。

此 致

\_\_\_\_\_股份有限公司

聲明人：

(簽名或蓋章)

中 華 民 國          年          月          日

# \_\_\_\_\_股份有限公司代表人當選董事（監察人）之 政府、法人股東聲明書

一、本人為\_\_\_\_\_股份有限公司代表人當選董事（監察人）之政府或法人股東，代表人\_\_\_\_\_於\_\_\_\_\_年\_\_\_\_月\_\_\_\_日經\_\_\_\_\_股份有限公司股東常會（股東臨時會）選任為董事（監察人）。

二、茲聲明本人已確實將下列證券交易法規範事項告知受本人利用其名義持有股票者，且本人與前揭人員均已充分知悉各項規定內容及違反之法律效果，並願遵守各項法令規定：

- 1.第二十二條之二（持股轉讓之事前申報，就任後六個月內不得賣出持股、設質股票遭質權人賣出或法院拍賣，應辦理事前轉讓申報等）
- 2.第二十五條（持股變動之事後申報，內部人應於每月五日前向公司申報前一個月持股變動情形、持股設(解)質時，應即通知公司等）
- 3.第二十六條（董事、監察人最低持股成數之維持）
- 4.第二十八條之二第六項（庫藏股實施期間賣出之禁止）
- 5.第四十三條之一第一項（單獨或與他人共同取得公開發行公司股份超過百分之五者或事後異動增減達百分之一之申報等）
- 6.第一百五十七條（短線交易之禁止，具內部人身份期間，不得於取得後六個月內再行賣出，或於賣出後六個月內再行買進等）
- 7.第一百五十七條之一（內線交易之禁止）

## 註1：證券交易法第二十二條之二常見違規情事

- （7）就任期間未滿六個月即於集中市場轉讓股票。
- （8）於集中市場轉讓持股未辦理事前申報。
- （9）持股轉讓予特定人（如信託、贈與等）未辦理事前申報。
- （10）申報轉讓之交易方式與事後實際交易方式不同。
- （11）每日轉讓股數超過每一交易日得轉讓之數量。
- （12）股票遭法院拍賣或金融機構處置，未辦理事前申報。

註2：證券交易法第二十五條常見違規情事

- (5) 就任後未依規定申報持股變動情形。
- (6) 未申報配偶、未成年子女及利用他人名義之持股之持股變動情形。
- (7) 所申報之持股變動情形與實際持股變動情形不符。
- (8) 漏未將持股設(解)質情形通知公司，致公司未能向主管機關申報並公告之。

此 致

\_\_\_\_\_股份有限公司

聲明人：

(簽名或蓋章)

中 華 民 國          年          月          日

## 股份有限公司經理人聲明書

一、本人為\_\_\_\_\_股份有限公司之經理人（包括總經理及相當級者、副總經理及相當級者、協理及相當級者、財務部門主管、會計部門主管及其他有為公司管理事務及簽名權利之人），自\_\_\_\_\_年\_\_\_\_\_月\_\_\_\_\_日就任。

二、茲聲明本人已確實將下列證券交易法規範事項告知本人之配偶、未成年子女及受本人利用其名義持有股票者，且本人與前揭人員均已充分知悉各項規定內容及違反之法律效果，並願遵守各項法令規定：

1. 第二十二條之二（持股轉讓之事前申報，就任後六個月內不得賣出持股、設質股票遭質權人賣出或法院拍賣，應辦理事前轉讓申報等）
2. 第二十五條（持股變動之事後申報，內部人應於每月五日前向公司申報前一個月持股變動情形、持股設(解)質時，應即通知公司等）
3. 第二十八條之二第六項（庫藏股實施期間賣出之禁止）
4. 第四十三條之一第一項（單獨或與他人共同取得公開發行公司股份超過百分之**五**者或事後異動增減達百分之一之申報等）
5. 第一百五十七條（短線交易之禁止，具內部人身份期間，不得於取得後六個月內再行賣出，或於賣出後六個月內再行買進等）
6. 第一百五十七條之一（內線交易之禁止）

### 註1：證券交易法第二十二條之二常見違規情事

- （1）就任期間未滿六個月即於集中市場轉讓股票。
- （2）於集中市場轉讓持股未辦理事前申報。
- （3）持股轉讓予特定人（如信託、贈與等）未辦理事前申報。
- （4）申報轉讓之交易方式與事後實際交易方式不同。
- （5）每日轉讓股數超過每一交易日得轉讓之數量。
- （6）股票遭法院拍賣或金融機構處置，未辦理事前申報。

### 註2：證券交易法第二十五條常見違規情事

- （1）就任後未依規定申報持股變動情形。

- (2) 未申報配偶、未成年子女及利用他人名義之持股之持股變動情形。
- (3) 所申報之持股變動情形與實際持股變動情形不符。
- (4) 漏未將持股設(解)質情形通知公司，致公司未能向主管機關申報並公告之。

此 致

\_\_\_\_\_股份有限公司

聲明人：

(簽名或蓋章)

中 華 民 國          年          月          日

(Note: This English translation is provided for reference only and might not exactly reflect the true meaning and full text of the original language.)

**Declaration of Director (Supervisor) of \_\_\_\_\_ Company**

1. I was appointed as a director (supervisor) in the regular shareholders' meeting (special shareholders' meeting) of \_\_\_\_\_ Company on \_\_\_\_\_(date). The term of the office lasts three (3) years (starting from \_\_\_\_\_(date) to \_\_\_\_\_(date)), and the office is assumed on \_\_\_\_\_(date).
2. **I hereby declare that I have fully informed my spouse, minor children and third parties whose names were used to hold the shares for me of the following matters regulated by the Securities and Exchange Act, and the persons mentioned above and I all fully understand the contents of each regulation and the legal effect of violation, and are willing to comply with each regulation:**
  - (1) Article 22-2 (prior filing for share transfer, no sales of shares within six (6) months after assuming the office, prior filing for transfer before sales of pledged shares by the pledgee or auction by the court)
  - (2) Article 25 (post filing for change to shareholding, filing with the company for changes to shareholding of the Insiders during the preceding month by the fifth day of each month, immediate notification to the company upon pledge (release of pledge) of the shares)
  - (3) Article 26 (Maintenance of the minimum shareholding by directors and supervisors)
  - (4) Paragraph 6 of Article 28-2 (Restrictions on sales of shares during the implementation period of the treasury shares)
  - (5) Paragraph 1 of Article 43-1 (Filing by person who acquires, either individually or jointly with another person, more than 5% of the total issued shares of a public reporting company and the subsequent filing for any changes reaching 1%)
  - (6) Article 157 (Restriction on short-term trading – no sales of securities within six (6) months after the acquisition, or repurchase of the securities within six (6) months after the sale, by the Insider)
  - (7) Article 157-1 (Restriction on Insider Trading)

**Note 1: Normally seen violations of Article 22-2 of the Securities and Exchange Act**

- (1) **Transfer of shares on the exchange market within the last six (6) months after the assumption of the office.**
- (2) **Transfer of shares on the exchange market without a prior filing for transfer.**
- (3) **Transfer of shares to specific person (such as trust, gift, etc.) without a prior filing.**
- (4) **There are differences between the filed trading method for transfer and the post actual trading method.**
- (5) **The number of daily transferred shares exceeds the permitted daily transfer amount.**
- (6) **Shares disposed by the financial institution or the court without a prior filing.**

**Note 2: Normally seen violations of Article 25 of the Securities and Exchange Act**

- (1) **Failure to make the filing for shareholding change according to the regulations after the assumption of the office.**
- (2) **Failure to make the filing for shareholding change for their spouses, minor children and third parties whose names were used to hold the shares for.**
- (3) **There are differences between filed change of shareholding and the actual change of shareholding.**
- (4) **Failure by the company to file with the competent authority and announce to the public as a result of failure to notify the company of the pledge (release of pledge) of the shares.**

To: \_\_\_\_\_ Company

**Declared by:**  
Date:

( Signature or stamp )

**Declaration of the Representative Director (Supervisor) of Juristic Person of \_\_\_\_\_  
Company**

1. I am the representative of \_\_\_\_\_ Company, which is a juristic person director (supervisor), of \_\_\_\_\_ Company, and assumed the office on \_\_\_\_\_(date).
2. **I hereby declare that I have fully informed my spouse, minor children and third parties whose names were used to hold the shares for me of the following matters regulated by the Securities and Exchange Act, and the persons mentioned above and I all fully understand the contents of each regulation and the legal effect of violation, and are willing to comply with each regulation:**
  - (1) Article 22-2 (prior filing for share transfer, no sales of shares within six (6) months after assuming the office, prior filing for transfer before sales of pledged shares by the pledgee or auction by the court)
  - (2) Article 25 (post filing for change to shareholding, filing with the company for changes to shareholding of the Insiders during the preceding month by the fifth day of each month, immediate notification to the company upon pledge (release of pledge) of the shares)
  - (3) Article 26 (Maintenance of the minimum shareholding by directors and supervisors)
  - (4) Paragraph 6 of Article 28-2 (Restrictions on sales of shares during the implementation period of the treasury shares)
  - (5) Paragraph 1 of Article 43-1 (Filing by person who acquires, either individually or jointly with another person, more than 5% of the total issued shares of a public reporting company and the subsequent filing for any changes reaching 1%)
  - (6) Article 157 (Restriction on short-term trading – no sales of securities within six (6) months after the acquisition, or repurchase of the securities within six (6) months after the sale, by the Insider)
  - (7) Article 157-1 (Restriction on Insider Trading)

**Note 1: Normally seen violations of Article 22-2 of the Securities and Exchange Act**

- (1) **Transfer of shares on the exchange market within the last six (6) months after the assumption of the office.**
- (2) **Transfer of shares on the exchange market without a prior filing for transfer.**
- (3) **Transfer of shares to specific person (such as trust, gift, etc.) without a prior filing.**
- (4) **There are differences between the filed trading method for transfer and the post actual trading method.**
- (5) **The number of daily transferred shares exceeds the permitted daily transfer amount.**
- (6) **Shares disposed by the financial institution or the court without a prior filing.**

**Note 2: Normally seen violations of Article 25 of the Securities and Exchange Act**

- (1) **Failure to make the filing for shareholding change according to the regulations after the assumption of the office.**
- (2) **Failure to make the filing for shareholding change for their spouses, minor children and third parties whose names were used to hold the shares for.**
- (3) **There are differences between filed change of shareholding and the actual change of shareholding.**
- (4) **Failure by the company to file with the competent authority and announce to the public as a result of failure to notify the company of the pledge (release of pledge) of the shares.**

To: \_\_\_\_\_ Company

**Declared by:**

( Signature or stamp )

**Date:**

(Note: This English translation is provided for reference only and might not exactly reflect the true meaning and full text of the original language.)

**Declaration of the Government Agency or a Juristic Person Acts as a Shareholder of \_\_\_\_\_ Company**

1. I am a government agency or a juristic person acts as a shareholder of \_\_\_\_\_ Company, and I appointed \_\_\_\_\_ as a authorized representative who were elected as a director or supervisor of \_\_\_\_\_ Company in the regular shareholders' meeting (special shareholders' meeting) of \_\_\_\_\_ Company on \_\_\_\_\_ (date).
2. **I hereby declare that I have fully informed third parties whose names were used to hold the shares for me of the following matters regulated by the Securities and Exchange Act, and the persons mentioned above and I all fully understand the contents of each regulation and the legal effect of violation, and are willing to comply with each regulation:**
  - (1) Article 22-2 (prior filing for share transfer, no sales of shares within six (6) months after assuming the office, prior filing for transfer before sales of pledged shares by the pledgee or auction by the court)
  - (2) Article 25 (post filing for change to shareholding, filing with the company for changes to shareholding of the Insiders during the preceding month by the fifth day of each month, immediate notification to the company upon pledge (release of pledge) of the shares)
  - (3) Article 26 (Maintenance of the minimum shareholding by directors and supervisors)
  - (4) Paragraph 6 of Article 28-2 (Restrictions on sales of shares during the implementation period of the treasury shares)
  - (5) Paragraph 1 of Article 43-1 (Filing by person who acquires, either individually or jointly with another person, more than 5% of the total issued shares of a public reporting company and the subsequent filing for any changes reaching 1%)
  - (6) Article 157 (Restriction on short-term trading – no sales of securities within six (6) months after the acquisition, or repurchase of the securities within six (6) months after the sale, by the Insider)
  - (7) Article 157-1 (Restriction on Insider Trading)

**Note 1: Normally seen violations of Article 22-2 of the Securities and Exchange Act**

- (1) **Transfer of shares on the exchange market within the last six (6) months after the assumption of the office.**
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- (5) **The number of daily transferred shares exceeds the permitted daily transfer amount.**
- (6) **Shares disposed by the financial institution or the court without a prior filing.**

**Note 2: Normally seen violations of Article 25 of the Securities and Exchange Act**

- (1) **Failure to make the filing for shareholding change according to the regulations after the assumption of the office.**
- (2) **Failure to make the filing for shareholding change for their spouses, minor children and third parties whose names were used to hold the shares for.**
- (3) **There are differences between filed change of shareholding and the actual change of shareholding.**
- (4) **Failure by the company to file with the competent authority and announce to the public as a result of failure to notify the company of the pledge (release of pledge) of the shares.**

To: \_\_\_\_\_ Company

**Declared by:**  
**Date:**

( Signature or stamp )

**Declaration of manager of \_\_\_\_\_ Company**

1. I am a manager of \_\_\_\_\_ Company (including General Manager or the person with equivalent level; Deputy General Manager or the person with equivalent level; Vice President or the person with equivalent level; Head of the Finance Department; Head of the Accounting Department; and any other persons who are authorized to manage the affairs and sign for the company), and assumed the office on \_\_\_\_\_ (date).
3. **I hereby declare that I have fully informed my spouse, minor children and third parties whose names were used to hold the shares for me of the following matters regulated by the Securities and Exchange Act, and the persons mentioned above and I all fully understand the contents of each regulation and the legal effect of violation, and are willing to comply with each regulation:**
  - (1) Article 22-2 (prior filing for share transfer, no sales of shares within six (6) months after assuming the office, prior filing for transfer before sales of pledged shares by the pledgee or auction by the court)
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  - (3) Paragraph 6 of Article 28-2 (Restrictions on sales of shares during the implementation period of the treasury shares)
  - (4) Paragraph 1 of Article 43-1 (Filing by person who acquires, either individually or jointly with another person, more than 5% of the total issued shares of a public reporting company and the subsequent filing for any changes reaching 1%)
  - (5) Article 157 (Restriction on short-term trading – no sales of securities within six (6) months after the acquisition, or repurchase of the securities within six (6) months after the sale, by the Insider)
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- (3) **There are differences between filed change of shareholding and the actual change of shareholding.**
- (4) **Failure by the company to file with the competent authority and announce to the public as a result of failure to notify the company of the pledge (release of pledge) of the shares.**

To: \_\_\_\_\_ Company

**Declared by:**  
**Date:**

( Signature or stamp )